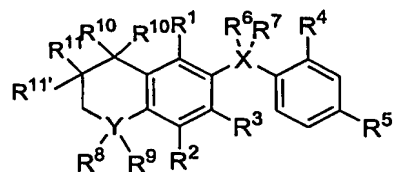


What is claimed is:

1. A compound of formula I:



or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof,

wherein:

R¹ is selected from H, a halogen, SH, and OH;

R² is selected from H, a halogen, a NR¹²R¹³, a sulfonamide, a nitro, a formyl, an acyl, a C₁-C₃ alkyl optionally substituted with one or more fluorines, a C₂-C₃ alkenyl optionally substituted with one or more fluorines, a C₂-C₃ alkynyl, optionally substituted with one or more fluorines, a C₁-C₂ alkoxy optionally substituted with one or more fluorines, a C₁-C₂ thioalkyl optionally substituted with one or more fluorines, a C₂ alkenyl optionally substituted with one or more fluorines, a C₂ alkynyl optionally substituted with one or more fluorines, and a hydroxylamine optionally substituted with a C₁-C₂ alkyl, a C₂ alkenyl, a C₂-alkynyl, a C₁-C₂ fluoroalkyl, a C₂ fluoroalkenyl, or a C₂ alkynyl;

R³ is selected from H, a halogen, a nitro, a C₁-C₁₀ alkyl optionally substituted with one or more halogens, C₂-C₁₀ alkenyl optionally substituted with one or more halogens, C₂-C₁₀ alkynyl optionally substituted with one or more halogens, a C₁-C₁₀

alkoxy optionally substituted with one or more halogens, a C₁-C₁₀ thioalkyl optionally substituted with one or more halogens, a C₂-C₁₀ thioalkenyl optionally substituted with one or more halogens, C₂-C₁₀ thioakynyl optionally substituted with one or more halogens, a NR¹⁴R¹⁵, and a five to six-membered carbocyclic or heterocyclic ring optionally substituted with up to two R¹⁹ groups;

R⁴ is selected from H, a halogen, and OH;

R⁵ is selected from CH₂OH, CHO, COOH, and a C(R^{5'})(R^{5''})(COOH);

R^{5'} and R^{5''} are each independently selected from H, O, S and F; or R^{5'} and R^{5''} together form an O or S;

R⁶ and R⁷ are each independently selected from H, a halogen, a C₁-C₁₂ alkyl optionally substituted with one or more R¹⁹, a C₂-C₁₂ alkenyl optionally substituted with one or more R¹⁹, a C₂-C₁₂ akynyl optionally substituted with one or more R¹⁹, a C₁-C₁₂ alkoxy optionally substituted with one or more R¹⁹, a C₁-C₁₂ thioalkyl optionally substituted with one or more R¹⁹, a C₂-C₁₂ thioalkenyl optionally substituted with one or more R¹⁹, a C₂-C₁₂ thioakynyl optionally substituted with one or more R¹⁹, a NR¹⁶R¹⁷, a NHC(O)R¹⁸ and null; or R⁶ and R⁷ taken together form an O, S, NH or CH₂;

R⁸ and R⁹ are each independently selected from H, halogen, a methyl optionally substituted with one or more halogens, and null; or R⁸ and R⁹ taken together with Y form a three to five-membered optionally substituted carbocyclic ring;

each R¹⁰ is independently selected from H, a halogen, and a methyl optionally substituted with one or more halogens;

R^{11} and $R^{11'}$ are each independently selected from H, a halogen and OH; or R^{11} and $R^{11'}$ taken together form an O;

R^{12} and R^{13} are each independently a C_1 - C_3 alkyl, optionally substituted with one or more halogens, a C_2 - C_3 alkenyl optionally substituted with one or more halogens, or a C_2 - C_3 alkynyl optionally substituted with one or more halogens; or R^{12} and R^{13} taken together with the nitrogen atom to which they are both bound form a five to six-membered heterocyclic ring;

R^{14} and R^{15} are each independently selected from a C_1 - C_2 alkyl optionally substituted with one or more halogens, a C_2 alkenyl optionally substituted with one or more halogens, and C_2 alkynyl optionally substituted with one or more halogens;

R^{16} and R^{17} are each independently selected from a C_1 - C_{12} alkyl optionally substituted with one or more R^{19} , a C_2 - C_{12} alkenyl optionally substituted with one or more R^{19} , C_2 - C_{12} alkynyl optionally substituted with one or more R^{19} , and a five to six-membered carbocyclic or heterocyclic ring optionally substituted with one or more R^{19} ; or R^{16} and R^{17} taken together with the nitrogen atom to which they are both bound form a five to six-membered heterocyclic ring;

R^{18} is selected from a C_1 - C_{10} alkyl optionally substituted with one or more halogens, a C_2 - C_{10} alkenyl optionally substituted with one or more halogens, a C_2 - C_{10} alkynyl optionally substituted with one or more halogens, and a five to six-membered carbocyclic or heterocyclic ring optionally substituted with one or more R^{19} ;

R^{19} is selected from a halogen, a C_1 - C_4 alkyl optionally substituted with one or more fluorines, a C_2 - C_4 alkenyl optionally substituted with one or more fluorines, C_2 - C_4

akynyl, optionally substituted with one or more fluorines, a C₁-C₄ alkoxy optionally substituted with one or more halogens, a C₁-C₃ thioalkyl optionally substituted with one or more halogens, a C₂-C₃ thioalkenyl optionally substituted with one or more halogens, a C₂-C₃ thioakynyl optionally substituted with one or more halogens, a formyl and a nitro;

X and Y are each independently selected from O, S, N and C;

wherein:

if X is O or S, then each of R⁶ and R⁷ is null;

if X is N, then one of R⁶ and R⁷ is null;

if Y is O or S, then each of R⁸ and R⁹ is null; and

if Y is N, then one of R⁸ and R⁹ is null.

2. The compound of claim 1, wherein:

R¹ is H or halogen;

R² is selected from H, a halogen, a C₁-C₂ alkyl optionally substituted with one or more fluorines, a C₁-C₂ alkoxy optionally substituted with one or more fluorines, a C₁-C₂ thioalkyl optionally substituted with one or more fluorines, and a NR¹¹R¹²;

R³ is selected from H, a halogen, a C₁-C₂ alkyl optionally substituted with one or more halogens, a C₁-C₂ alkoxy optionally substituted with one or more halogens, a C₁-C₂thioalkyl optionally substituted with one or more halogens, and a NR¹³R¹⁴;

R⁴ is H or a halogen;

R^5 is CH_2OH , $COOH$ or a $C(R^5)(R^5)(COOH)$;

$R^{5'}$ and $R^{5''}$ are each independently selected from H and F; or $R^{5'}$ and $R^{5''}$ together form an O or S; and

R^6 and R^7 are each independently selected from H, a halogen, a C_1 - C_2 alkyl optionally substituted with one or more R^{19} , a C_1 - C_2 alkoxy optionally substituted with one or more R^{19} , a C_1 - C_2 thioalkyl optionally substituted with one or more R^{19} , a $NR^{16}R^{17}$ and a $NHC(O)R^{18}$; or R^6 and R^7 taken together form an O, S, NH or CH_2 .

3. The compound of claim 2, wherein:

R^{10} is H or halogen;

R^{11} and $R^{11'}$ are each independently selected from H and a halogen; or R^{11} and $R^{11'}$ taken together form an O;

R^{12} and R^{13} are each independently selected from a C_1 - C_3 alkyl optionally substituted with one or more halogens, a C_2 - C_3 alkenyl optionally substituted with one or more halogens, a C_2 - C_3 alkynyl optionally substituted with one or more halogens;

R^{16} and R^{17} are each independently selected from a C_2 - C_4 alkyl optionally substituted with one or more R^{19} , a five to six membered carbocyclic or heterocyclic ring optionally substituted with one or more R^{19} .

4. The compound of claim 3, wherein:

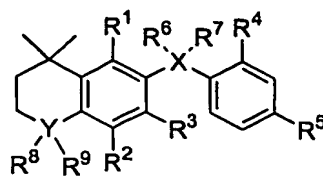
X is C or N.

5. The compound of claim 3, wherein:

X is O or S.

6. The compound of any one of claims 4 and 5, wherein:
Y is C or N.
7. The compound of any one of claims 4 and 5, wherein:
Y is O or S.
8. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 1.
9. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 2.
10. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound according to claim 3.
11. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 4.
12. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 5.
13. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 6.
14. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 7.
15. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 11.

16. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 2.
17. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 3.
18. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 4.
19. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 5.
20. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 6.
21. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 7.
22. The method according to any one of claims 15-21, wherein said method comprises treating said patient for a disease or condition selected from the group consisting of: syndrome X, non-insulin dependent diabetes mellitus, cancer, obesity, cardiovascular disease and dyslipidemia.
23. A compound of formula II:



II

or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof,

wherein:

R^1 is selected from H, a halogen, SH, and OH;

R^2 is selected from H, a halogen, a $NR^{12}R^{13}$, a sulfonamide, a nitro, a formyl, an acyl optionally substituted with one or more halogens, a C_1 - C_3 alkyl optionally substituted with one or more fluorines, a C_2 - C_3 alkenyl optionally substituted with one or more fluorines, a C_2 - C_3 alkynyl optionally substituted with one or more fluorines, a C_1 - C_2 alkoxy optionally substituted with one or more fluorines, a C_1 - C_2 thioalkyl optionally substituted with one or more fluorines, a C_2 thioalkenyl optionally substituted with one or more fluorines, a C_2 alkynyl optionally substituted with one or more fluorines, and a hydroxylamine optionally substituted with a C_1 - C_2 alkyl, a C_2 alkenyl, a C_2 alkynyl, a C_1 - C_2 fluoroalkyl, a C_2 fluoralkenyl, or a C_2 fluoroalkynyl,;

R^3 is selected from H, a halogen, a nitro, a C_1 - C_{10} alkyl optionally substituted with one or more halogens, a C_2 - C_{10} alkenyl optionally substituted with one or more halogens, a C_2 - C_6 alkynyl optionally substituted with one or more halogens, a C_1 - C_{10} alkoxy optionally substituted with one or more halogens, a C_1 - C_{10} thioalkyl optionally substituted with one or more halogens, a C_2 - C_{10} thioalkenyl optionally substituted with one or more halogens, a C_2 - C_{10} thioalkynyl optionally substituted with one or more

halogens, a $\text{NR}^{14}\text{R}^{15}$, and a five to six-membered carbocyclic or heterocyclic ring optionally substituted with up to two R^{19} groups;

R^4 is selected from H, a halogen, and OH;

R^5 is selected from CH_2OH , CHO, COOH, and a $\text{C}(\text{R}^{5'}) (\text{R}^{5''}) (\text{COOH})$;

$\text{R}^{5'}$ and $\text{R}^{5''}$ are each independently selected from H, O, S and F; or $\text{R}^{5'}$ and $\text{R}^{5''}$ together form an O or S;

R^6 and R^7 are each independently selected from H, a halogen, a $\text{C}_1\text{-C}_{12}$ alkyl optionally substituted with one or more R^{19} , a $\text{C}_2\text{-C}_{12}$ alkenyl optionally substituted with one or more R^{19} , a $\text{C}_2\text{-C}_{12}$ alkynyl optionally substituted with one or more R^{19} , a $\text{C}_1\text{-C}_{12}$ alkoxy optionally substituted with one or more R^{19} , a $\text{C}_1\text{-C}_{12}$ thioalkyl optionally substituted with one or more R^{19} , a $\text{C}_2\text{-C}_{12}$ thioalkenyl optionally substituted with one or more R^{19} , a $\text{C}_2\text{-C}_{12}$ thioalkynyl optionally substituted with one or more R^{19} , a $\text{NR}^{16}\text{R}^{17}$, a $\text{NHC}(\text{O})\text{R}^{18}$ and null; or R_6 and R_7 taken together form an O, S, NH or CH_2 ;

R^8 and R^9 are each independently selected from H, halogen, a methyl optionally substituted with one or more halogens, and null; or R^8 and R^9 taken together with Y form a three to five-membered optionally substituted carbocyclic ring;

R^{12} and R^{13} are each independently $\text{C}_1\text{-C}_3$ alkyl optionally substituted with one or more halogens, a $\text{C}_2\text{-C}_3$ alkenyl optionally substituted with one or more halogens, or a $\text{C}_2\text{-C}_3$ alkynyl optionally substituted with one or more halogens; or R^{12} and R^{13} taken together with the nitrogen atom to which they are both bound form a five to six-membered heterocyclic ring;

R¹⁴ and R¹⁵ are each independently a C₁-C₂ alkyl optionally substituted with one or more halogens, a C₂ alkenyl optionally substituted with one or more halogens, or a C₂ alkynyl optionally substituted with one or more halogens;

R¹⁶ and R¹⁷ are each independently selected from a C₁-C₁₂ alkyl optionally substituted with one or more R¹⁹, a C₂-C₁₂ alkenyl optionally substituted with one or more R¹⁹, a C₂-C₁₂ alkynyl optionally substituted with one or more R¹⁹, and a five to six-membered carbocyclic or heterocyclic ring optionally substituted with one or more R¹⁹; or R¹⁶ and R¹⁷ taken together with the nitrogen atom to which they are both bound form a five to six-membered heterocyclic ring;

R¹⁸ is selected from a C₁-C₁₀ alkyl optionally substituted with one or more halogens, a C₂-C₁₀ alkenyl optionally substituted with one or more halogens, a C₂-C₁₀ alkynyl optionally substituted with one or more halogens, and a five to six-membered carbocyclic or heterocyclic ring optionally substituted with one or more R¹⁹;

R¹⁹ is selected from a halogen, a C₁-C₄ alkyl optionally substituted with one or more fluorines, a C₂-C₄ alkenyl optionally substituted with one or more fluorines, a C₂-C₄ alkynyl optionally substituted with one or more fluorines, a C₁-C₄ alkoxy optionally substituted with one or more halogens, a C₁-C₃ thioalkyl optionally substituted with one or more halogens, a C₂-C₃ thioalkenyl optionally substituted with one or more halogens, a C₂-C₃ thioalkynyl, optionally substituted with one or more halogens, a formyl and a nitro;

X and Y are each independently selected from O, S, N and C;

wherein:

if X is O or S, then each of R⁶ and R⁷ is null;

if X is N, then one of R⁶ and R⁷ is null;

if Y is O or S, then each of R⁸ and R⁹ is null; and

if Y is N, then one of R⁸ and R⁹ is null.

24. The compound of claim 23, wherein:

R¹ is H or halogen;

R² is selected from H, a halogen, a C₁-C₂ alkyl optionally substituted with one or more fluorines, a C₁-C₂ alkoxy optionally substituted with one or more fluorines, a C₁-C₂ thioalkyl optionally substituted with one or more fluorines, and a NR¹¹R¹²;

R³ is selected from H, a halogen, a C₁-C₂ alkyl optionally substituted with one or more halogens, a C₁-C₂ alkoxy optionally substituted with one or more halogens, a C₁-C₂ thioalkyl optionally substituted with one or more halogens, and a NR¹³R¹⁴;

R⁴ is H or a halogen;

R⁵ is CH₂OH, COOH or C(R^{5'})(R^{5''})(COOH);

R^{5'} and R^{5''} are each independently selected from H and F; or R^{5'} and R^{5''} together form an O or S; and

R⁶ and R⁷ are each independently selected from H, a halogen, a C₁-C₂ alkyl optionally substituted with one or more R¹⁹, a C₁-C₂ alkoxy optionally substituted with one or more R¹⁹, a C₁-C₂ thioalkyl optionally substituted with one or more R¹⁹, a NR¹⁶R¹⁷ and a NHC(O)R¹⁸; or R⁶ and R⁷ taken together form an O, S, NH or CH₂.

25. The compound of claim 24, wherein:

R^{12} and R^{13} are each independently a C_1 - C_3 alkyl C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, optionally substituted with one or more halogens;

R^{16} and R^{17} are each independently selected from a C_2 - C_4 alkyl optionally substituted with one or more R^{19} , and a five to six membered carbocyclic or heterocyclic ring optionally substituted with one or more R^{19} .

26. The compound of claim 25, wherein:

X is C or N.

27. The compound of claim 25, wherein:

X is O or S.

28. The compound of any one of claims 26 and 27, wherein:

Y is C or N.

29. The compound of any one of claims 26 and 27, wherein:

Y is O or S.

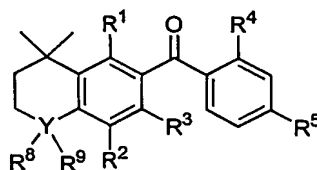
30. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound according to claim 23.

31. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound according to claim 24.

32. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound according to claim 25.

33. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound according to claim 26.
34. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound according to claim 27.
35. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound according to claim 28.
36. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound according to claim 29.
37. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 23.
38. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 24.
39. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 25.
40. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 26.
41. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 27.

42. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 28.
43. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 29.
44. The method according to any one of claims 37-43, wherein said method comprises treating said patient for a disease or condition selected from the group consisting of: syndrome X, non-insulin dependent diabetes mellitus, cancer, obesity, cardiovascular disease and dyslipidemia.
45. A compound of formula III:



III

or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof,

wherein

R¹ is selected from H, a halogen, SH, and OH;

R² is selected from H, a halogen, a NR¹²R¹³, a sulfonamide, a nitro, a formyl, an acyl optionally substituted with one or more halogens, a C₁-C₃ alkyl optionally substituted with one or more fluorines, a C₂-C₃ alkenyl optionally substituted with one or more fluorines, C₂-C₃ alkynyl optionally substituted with one or more fluorines, a C₁-C₂

alkoxy optionally substituted with one or more fluorines, a C₁-C₂ thioalkyl optionally substituted with one or more fluorines, a C₂-C₆ thioalkenyl optionally substituted with one or more fluorines, a C₂-C₆ thioakynyl optionally substituted with one or more fluorines, and a hydroxylamine optionally substituted with a C₁-C₂ alkyl, a C₂ alkenyl, a C₂ akynyl, a C₁-C₂ fluoroalkyl, a C₂ fluoroalkenyl, or C₂ fluoroakynyl;

R³ is selected from H, a halogen, a nitro, a C₁-C₁₀ alkyl optionally substituted with one or more halogens, C₂-C₁₀ alkenyl optionally substituted with one or more halogens, C₂-C₁₀ akynyl optionally substituted with one or more halogens, a C₁-C₁₀ alkoxy optionally substituted with one or more halogens, a C₁-C₁₀ thioalkyl optionally substituted with one or more halogens, C₂-C₁₀ thioalkenyl optionally substituted with one or more halogens, C₂-C₁₀ thioakynyl optionally substituted with one or more halogens, a NR¹⁴R¹⁵, and a five to six-membered carbocyclic or heterocyclic ring optionally substituted with up to two R¹⁹ groups;

R⁴ is selected from H, a halogen, and OH;

R⁵ is selected from CH₂OH, CHO, COOH, and a C(R^{5'})(R^{5''})(COOH);

R^{5'} and R^{5''} are each independently selected from H, O, S and F; or R^{5'} and R^{5''} together form an O or S;

R⁸ and R⁹ are each independently selected from H, a halogen, a methyl optionally substituted with one or more halogens, and null; or R⁸ and R⁹ taken together with Y form a three to five-membered optionally substituted carbocyclic ring;

R^{12} and R^{13} are each independently a C_1 - C_3 alkyl optionally substituted with one or more halogens, a C_2 - C_3 alkenyl optionally substituted with one or more halogens, or a C_2 - C_3 alkynyl optionally substituted with one or more halogens; or R^{12} and R^{13} taken together with the nitrogen atom to which they are both bound form a five to six-membered heterocyclic ring;

R^{14} and R^{15} are each independently a C_1 - C_2 alkyl optionally substituted with one or more halogens, a C_2 alkenyl optionally substituted with one or more halogens, or a C_2 alkynyl optionally substituted with one or more halogens;

R^{19} is selected from a halogen, a C_1 - C_4 alkyl optionally substituted with one or more fluorines, a C_2 - C_4 alkenyl optionally substituted with one or more fluorines, a C_2 - C_4 alkynyl, optionally substituted with one or more fluorines, a C_1 - C_4 alkoxy optionally substituted with one or more halogens, a C_1 - C_3 thioalkyl optionally substituted with one or more halogens, a C_2 - C_6 thioalkenyl optionally substituted with one or more halogens, a C_2 - C_6 thioalkynyl optionally substituted with one or more halogens, a formyl and a nitro;

Y is selected from O, S, N and C;

wherein:

if Y is O or S, then each of R^8 and R^9 is null; and

if Y is N, then one of R^8 and R^9 is null.

46. The compound of claim 45, wherein:

R^1 is H or halogen;

R^2 is selected from H, a halogen, a C_1 - C_2 alkyl optionally substituted with one or more fluorines, a C_1 - C_2 alkoxy optionally substituted with one or more fluorines, a C_1 - C_2 thioalkyl optionally substituted with one or more fluorines, and a $NR^{11}R^{12}$;

R^3 is selected from H, a halogen, a C_1 - C_2 alkyl optionally substituted with one or more halogens, a C_1 - C_2 alkoxy optionally substituted with one or more halogens, a C_1 - C_2 thioalkyl optionally substituted with one or more halogens, and a $NR^{13}R^{14}$;

R^4 is H or a halogen;

R^5 is CH_2OH , $COOH$ or a $C(R^5)(R^5)(COOH)$; and

$R^{5'}$ and $R^{5''}$ are each independently selected from H and F; or $R^{5'}$ and $R^{5''}$ together form an O or S.

47. The compound of claim 46, wherein:

R^{12} and R^{13} are each independently a C_1 - C_3 alkyl optionally substituted with one or more halogens.

48. The compound of claim 47, wherein:

Y is C or N.

49. The compound of claims 47 wherein:

Y is O or S.

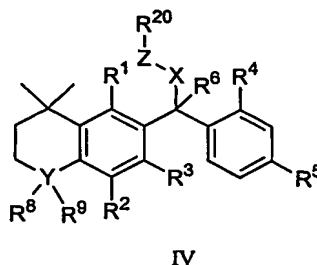
50. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 45.

51. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 46.

52. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 47.
53. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 48.
54. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 49.
55. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 45.
56. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 46.
57. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 47.
58. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 48.
59. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 49.
60. The method according to any one of claims 55-59, wherein said method comprises treating said patient for a disease or condition selected from the group consisting of:

syndrome X, non-insulin dependent diabetes mellitus, cancer, obesity, cardiovascular disease and dyslipidemia.

61. A compound of formula IV:



or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof,
wherein:

R^1 is selected from H, a halogen, SH, and OH;

R^2 is selected from H, a halogen, a $NR^{12}R^{13}$, a sulfonamide, a nitro, a formyl, an acyl, a C_1 - C_3 alkyl optionally substituted with one or more fluorines, a C_2 - C_3 alkenyl optionally substituted with one or more fluorines, a C_2 - C_3 alkynyl optionally substituted with one or more fluorines, a C_1 - C_2 alkoxy optionally substituted with one or more fluorines, a C_1 - C_2 thioalkyl optionally substituted with one or more fluorines, a C_2 thioalkenyl optionally substituted with one or more fluorines, a C_2 thioalkynyl optionally substituted with one or more fluorines, and a hydroxylamine optionally substituted with a C_1 - C_2 alkyl, a C_2 alkenyl, a C_2 alkynyl, a C_1 - C_2 fluoroalkyl, a C_2 fluoroalkenyl, or C_2 fluoroalkynyl;

R^3 is selected from H, a halogen, a nitro, a C_1 - C_{10} alkyl optionally substituted with one or more halogens, a C_2 - C_{10} alkenyl optionally substituted with one or more halogens, C_2 - C_{10} alkynyl optionally substituted with one or more halogens, a C_1 - C_{10}

alkoxy optionally substituted with one or more halogens, a C₁-C₁₀ thioalkyl optionally substituted with one or more halogens, a C₂-C₁₀ thioalkenyl optionally substituted with one or more halogens, a C₂-C₁₀ thioakynyl optionally substituted with one or more halogens, a NR¹⁴R¹⁵, and a five to six-membered carbocyclic or heterocyclic ring optionally substituted with up to two R¹⁹ groups;

R⁴ is selected from H, a halogen, and OH;

R⁵ is selected from CH₂OH, CHO, COOH, and a C(R^{5'})(R^{5''})(COOH);

R^{5'} and R^{5''} are each independently selected from H, O, S and F; or R^{5'} and R^{5''} together form an O or S;

R⁶ is selected from H, a halogen, a C₁-C₁₂ alkyl optionally substituted with one or more R¹⁹, a C₂-C₁₂ alkenyl optionally substituted with one or more R¹⁹, a C₂-C₁₂ akynyl optionally substituted with one or more R¹⁹, a C₁-C₁₂ alkoxy optionally substituted with one or more R¹⁹, a C₁-C₁₂ thioalkyl optionally substituted with one or more R¹⁹, a C₂-C₁₂ thioalkenyl optionally substituted with one or more R¹⁹, a C₂-C₁₂ thioakynyl optionally substituted with one or more R¹⁹, a NR¹⁶R¹⁷, a NHC(O)R¹⁸ and null;

R⁸ and R⁹ are each independently selected from H, a halogen, a methyl optionally substituted with one or more halogens, and null; or R⁸ and R⁹ taken together with Y form a three to five-membered optionally substituted carbocyclic ring;

R¹² and R¹³ are each independently a C₁-C₃ alkyl optionally substituted with one or more halogens, a C₂-C₃ alkenyl optionally substituted with one or more halogens, or a C₂-C₃ akynyl optionally substituted with one or more halogens; or R¹² and R¹³ taken

together with the nitrogen atom to which they are both bound form a five to six-membered heterocyclic ring;

R^{14} and R^{15} are each independently a C_1 - C_2 alkyl optionally substituted with one or more halogens, a C_2 alkenyl optionally substituted with one or more halogens, or a C_2 alkynyl optionally substituted with one or more halogens;

R^{16} and R^{17} are each independently selected from a C_1 - C_{12} alkyl optionally substituted with one or more R^{19} , a C_2 - C_{12} alkenyl optionally substituted with one or more R^{19} , a C_2 - C_{12} alkynyl optionally substituted with one or more R^{19} , and a five to six-membered carbocyclic or heterocyclic ring optionally substituted with one or more R^{19} ; or R^{16} and R^{17} taken together with the nitrogen atom to which they are both bound form a five to six-membered heterocyclic ring;

R^{18} is selected from a C_1 - C_{10} alkyl optionally substituted with one or more halogens, a C_2 - C_{10} alkenyl optionally substituted with one or more halogens, a C_2 - C_6 alkynyl optionally substituted with one or more halogens, and a five to six-membered carbocyclic or heterocyclic ring optionally substituted with one or more R^{19} ;

R^{19} is selected from a halogen, a C_1 - C_4 alkyl optionally substituted with one or more fluorines, a C_2 - C_4 alkenyl optionally substituted with one or more fluorines, a C_2 - C_4 alkynyl optionally substituted with one or more fluorines, a C_1 - C_4 alkoxy optionally substituted with one or more halogens, a C_1 - C_3 thioalkyl optionally substituted with one or more halogens, a C_2 - C_3 thioalkenyl optionally substituted with one or more halogens, a C_2 - C_3 thioalkynyl, optionally substituted with one or more halogens, a formyl and a nitro;

R^{20} is selected from a C_4 - C_5 alkyl optionally substituted with one or more halogens, a C_4 - C_5 alkenyl optionally substituted with one or more halogens, a C_4 - C_4 alkynyl optionally substituted with one or more halogens, a phenyl optionally substituted with one or more fluorines, a thienyl optionally substituted with one or more fluorines, and a benzyl optionally substituted with one or more R^{19} ;

X is selected from O and NH;

Y is selected from O, S, N, and C; and

Z is selected from CH_2 , NH, and phenylene;

wherein:

if Y is O or S, then each of R^8 and R^9 is null; and

if Y is N, then one of R^8 and R^9 is null.

62. The compound of claim 61, wherein:

R^1 is H or halogen;

R^2 is selected from H, a halogen, a C_1 - C_2 alkyl optionally substituted with one or more fluorines, a C_1 - C_2 alkoxy optionally substituted with one or more fluorines, a C_1 - C_2 thioalkyl optionally substituted with one or more fluorines, and a $NR^{11}R^{12}$;

R^3 is selected from H, a halogen, a C_1 - C_2 alkyl optionally substituted with one or more halogens, a C_1 - C_2 alkoxy optionally substituted with one or more halogens, a fully saturated C_1 - C_2 thioalkyl optionally substituted with one or more halogens, and a $NR^{13}R^{14}$;

R^4 is H or a halogen;

R^5 is CH_2OH , COOH or a $\text{C}(\text{R}^{5'}) (\text{R}^{5''}) (\text{COOH})$;

$R^{5'}$ and $R^{5''}$ are each independently selected from H and F; or $R^{5'}$ and $R^{5''}$ together form an O or S; and

R^6 is selected from H, a halogen, a $\text{C}_1\text{-C}_2$ alkyl optionally substituted with one or more R^{19} , a $\text{C}_1\text{-C}_2$ alkoxy optionally substituted with one or more R^{19} , a $\text{C}_1\text{-C}_2$ thioalkyl optionally substituted with one or more R^{19} , a $\text{NR}^{16}\text{R}^{17}$ and a $\text{NHC}(\text{O})\text{R}^{18}$.

63. The compound of claim 62, wherein:

R^{12} and R^{13} are each independently a $\text{C}_1\text{-C}_3$ alkyl optionally substituted with one or more halogens, a $\text{C}_2\text{-C}_3$ alkenyl optionally substituted with one or more halogens, a $\text{C}_2\text{-C}_3$ alkynyl optionally substituted with one or more halogens;

R^{16} and R^{17} are each independently selected from a $\text{C}_2\text{-C}_4$ alkyl optionally substituted with one or more R^{19} , a five to six membered carbocyclic or heterocyclic ring optionally substituted with one or more R^{19} .

64. The compound of claim 63, wherein:

X is O.

65. The compound of claim 63, wherein:

X is NH.

66. The compound of any one of claims 64 and 65, wherein:

Y is C or N.

67. The compound of any one of claims 64 and 65, wherein:

Y is O or S.

68. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 61.

69. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 62.

70. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 63.

71. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 64.

72. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 65.

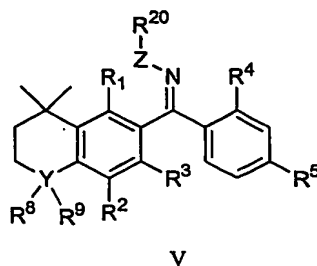
73. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 66.

74. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 67.

75. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 61.

76. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 62.

77. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 63.
78. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 64.
79. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 65.
80. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 66.
81. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 67.
82. The method according to any one of claims 75-81, wherein said method comprises treating said patient for a disease or condition selected from the group consisting of: syndrome X, non-insulin dependent diabetes mellitus, cancer, obesity, cardiovascular disease and dyslipidemia.
83. A compound of formula V:



or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof,

wherein:

R^1 is selected from H, a halogen, SH, and OH;

R^2 is selected from H, a halogen, a $NR^{12}R^{13}$, a sulfonamide, a nitro, a formyl, an acyl, a C_1 - C_3 alkyl optionally substituted with one or more fluorines, a C_2 - C_3 alkenyl optionally substituted with one or more fluorines, a C_2 - C_3 alkynyl optionally substituted with one or more fluorines, a C_1 - C_2 alkoxy optionally substituted with one or more fluorines, a C_1 - C_2 thioalkyl optionally substituted with one or more fluorines, a C_2 thioalkenyl optionally substituted with one or more fluorines, a C_2 thioalkynyl optionally substituted with one or more fluorines, and a hydroxylamine optionally substituted with a C_1 - C_2 alkyl, a C_2 alkenyl, a C_2 alkynyl, a C_1 - C_2 fluoroalkyl, a C_2 fluoroalkenyl, or a C_2 fluoroalkynyl;

R^3 is selected from H, a halogen, a nitro, a C_1 - C_{10} alkyl optionally substituted with one or more halogens, a C_2 - C_{10} alkenyl optionally substituted with one or more halogens, C_2 - C_{10} alkynyl optionally substituted with one or more halogens, a C_1 - C_{10} alkoxy optionally substituted with one or more halogens, a C_1 - C_{10} thioalkyl optionally substituted with one or more halogens, a C_2 - C_{10} alkenyl optionally substituted with one or more halogens, a C_2 - C_{10} alkynyl optionally substituted with one or more halogens, a

NR¹⁴R¹⁵, and a five to six-membered carbocyclic or heterocyclic ring optionally substituted with up to two R¹⁹ groups;

R⁴ is selected from H, a halogen, and OH;

R⁵ is selected from CH₂OH, CHO, COOH, and a C(R^{5'})(R^{5''})(COOH);

R^{5'} and R^{5''} are each independently selected from H, O, S and F; or R^{5'} and R^{5''} together form an O or S;

R⁸ and R⁹ are each independently selected from H, a halogen, a methyl optionally substituted with one or more halogens, and null; or R⁸ and R⁹ taken together with Y form a three to five-membered optionally substituted carbocyclic ring;

R¹² and R¹³ are each independently a C₁-C₃ alkyl optionally substituted with one or more halogens, a C₂-C₃ alkenyl optionally substituted with one or more halogens, or a C₂-C₃ alkynyl optionally substituted with one or more halogens; or R¹² and R¹³ taken together with the nitrogen atom to which they are both bound form a five to six-membered heterocyclic ring;

R¹⁴ and R¹⁵ are each independently a C₁-C₂ alkyl optionally substituted with one or more halogens, a C₂ alkenyl optionally substituted with one or more halogens, or C₂ alkynyl optionally substituted with one or more halogens;

R¹⁹ is selected from a halogen, a C₁-C₄ alkyl optionally substituted with one or more fluorines, a C₂-C₄ alkenyl optionally substituted with one or more fluorines, or a C₂-C₄ alkynyl optionally substituted with one or more fluorines, a C₁-C₄ alkoxy optionally substituted with one or more halogens, a C₁-C₃ thioalkyl optionally substituted

with one or more halogens, a C₂-C₃ thioalkenyl optionally substituted with one or more halogens, a C₂-C₃ thioalkynyl, optionally substituted with one or more halogens, a formyl and a nitro;

R²⁰ is selected from a C₄-C₅ alkyl optionally substituted with one or more halogens, a C₄-C₅ alkenyl optionally substituted with one or more halogens, a C₄-C₅ alkynyl optionally substituted with one or more halogens, a phenyl optionally substituted with one or more fluorines, a thienyl optionally substituted with one or more fluorines, and a benzyl optionally substituted with one or more R¹⁹;

Y is selected from O, S, N, and C; and

Z is selected from CH₂, NH, and phenylene;

wherein:

if Y is O or S, then each of R⁸ and R⁹ is null; and

if Y is N, then one of R⁸ and R⁹ is null.

84. The compound of claim 83, wherein:

R¹ is H or halogen;

R² is selected from H, a halogen, a C₁-C₂ alkyl optionally substituted with one or more fluorines, a C₁-C₂ alkoxy optionally substituted with one or more fluorines, a C₁-C₂ thioalkyl optionally substituted with one or more fluorines, and a NR¹¹R¹²;

R^3 is selected from H, a halogen, a C_1 - C_2 alkyl optionally substituted with one or more halogens, a C_1 - C_2 alkoxy optionally substituted with one or more halogens, a C_1 - C_2 thioalkyl optionally substituted with one or more halogens, and a $NR^{13}R^{14}$;

R^4 is H or a halogen;

R^5 is CH_2OH , $COOH$ or a $C(R^{5'}) (R^{5''})(COOH)$; and

$R^{5'}$ and $R^{5''}$ are each independently selected from H and F; or $R^{5'}$ and $R^{5''}$ together form an O or S.

85. The compound of claim 84, wherein:

R^{12} and R^{13} are each independently a C_1 - C_3 alkyl optionally substituted with one or more halogens, a C_2 - C_3 alkenyl optionally substituted with one or more halogens, or a C_2 - C_3 alkynyl optionally substituted with one or more halogens;

86. The compound of claim 85, wherein:

Y is C or N.

87. The compound claim 85, wherein:

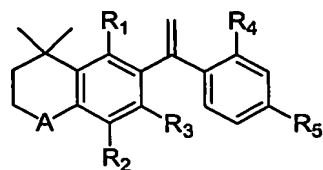
Y is O or S.

88. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 83.

89. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 84.

90. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 85.

91. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 86.
92. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 87.
93. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 83.
94. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 84.
95. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 85.
96. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 86.
97. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 87.
98. The method according to any one of claims 93-97, wherein said method comprises treating said patient for a disease or condition selected from the group consisting of: syndrome X, non-insulin dependent diabetes mellitus, cancer, obesity, cardiovascular disease and dyslipidemia.
99. A compound of formula VI:



VI

or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof,

wherein:

R^1 is selected from H, a halogen, SH, and OH;

R^2 is selected from H, a halogen, a $NR^{12}R^{13}$, a sulfonamide, a nitro, a formyl, an acyl optionally substituted with one or more halogens, a C_1 - C_3 alkyl optionally substituted with one or more fluorines, a C_2 - C_3 alkenyl optionally substituted with one or more fluorines, a C_2 - C_3 alkynyl optionally substituted with one or more fluorines, a C_1 - C_2 alkoxy optionally substituted with one or more fluorines, a C_1 - C_2 thioalkyl optionally substituted with one or more fluorines, a C_2 thioalkenyl optionally substituted with one or more fluorines, a C_2 thioalkynyl optionally substituted with one or more fluorines, and a hydroxylamine optionally substituted with a C_1 - C_2 alkyl, a C_2 alkenyl, a C_2 alkynyl, a C_1 - C_2 fluoroalkyl, a C_2 fluoroalkenyl, or a C_2 fluoroalkynyl,;

R^3 is selected from H, a halogen, a nitro, a C_1 - C_{10} alkyl optionally substituted with one or more halogens, a C_2 - C_{10} alkenyl optionally substituted with one or more halogens, a C_2 - C_{10} alkynyl, optionally substituted with one or more halogens, a C_1 - C_{10} alkoxy optionally substituted with one or more halogens, a C_1 - C_{10} thioalkyl optionally substituted with one or more halogens, a C_2 - C_{10} thioalkenyl optionally substituted with one or more halogens, a C_2 - C_{10} thioalkynyl optionally substituted with one or more

halogens, a $\text{NR}^{14}\text{R}^{15}$, and a five to six-membered carbocyclic or heterocyclic ring optionally substituted with up to two R^{19} groups;

R^4 is selected from H, a halogen, and OH;

R^5 is selected from CH_2OH , CHO, COOH, and a $\text{C}(\text{R}^{5'}) (\text{R}^{5''}) (\text{COOH})$;

$\text{R}^{5'}$ and $\text{R}^{5''}$ are each independently selected from H, O, S and F; or $\text{R}^{5'}$ and $\text{R}^{5''}$ together form an O or S;

R^{12} and R^{13} are each independently a C_1 - C_3 alkyl optionally substituted with one or more halogens, a C_2 - C_3 alkenyl optionally substituted with one or more halogens, or a C_2 - C_3 alkynyl optionally substituted with one or more halogens; or R^{12} and R^{13} taken together with the nitrogen atom to which they are both bound form a five to six-membered heterocyclic ring;

R^{14} and R^{15} are each independently a C_1 - C_2 alkyl optionally substituted with one or more halogens, a C_2 alkenyl optionally substituted with one or more halogens, or a C_2 alkynyl, optionally substituted with one or more halogens;

R^{19} is selected from a halogen, a C_1 - C_4 alkyl optionally substituted with one or more fluorines, a C_2 - C_4 alkenyl optionally substituted with one or more fluorines, a C_2 - C_4 alkynyl optionally substituted with one or more fluorines, a C_1 - C_4 alkoxy optionally substituted with one or more halogens, a C_1 - C_3 thioalkyl optionally substituted with one or more halogens, a C_2 - C_3 thioalkenyl optionally substituted with one or more halogens, a C_2 - C_3 thioalkynyl optionally substituted with one or more halogens, a formyl and a nitro; and

A is selected from O, CH₂, CF₂, and S.

100. The compound of claim 99, wherein:

R¹ is H or halogen;

R² is selected from H, a halogen, a C₁-C₂ alkyl optionally substituted with one or more fluorines, a C₁-C₂ alkoxy optionally substituted with one or more fluorines, a C₁-C₂ thioalkyl optionally substituted with one or more fluorines, and a NR¹¹R¹²;

R³ is selected from H, a halogen, a C₁-C₂ alkyl optionally substituted with one or more halogens, a C₁-C₂ alkoxy optionally substituted with one or more halogens, a C₁-C₂ thioalkyl optionally substituted with one or more halogens, and a NR¹³R¹⁴;

R⁴ is H or a halogen;

R⁵ is CH₂OH, COOH or a C(R^{5'})(R^{5''})(COOH);

R^{5'} and R^{5''} are each independently selected from H and F; or R^{5'} and R^{5''} together form an O or S; and

101. The compound of claim 100, wherein:

A is O or CH₂.

102. The compound of claim 100, wherein:

A is CF₂ or S.

103. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 99.

104. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 100.
105. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 101.
106. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of claim 102.
107. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 99.
108. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 100.
109. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 101.
110. A method of treating a patient comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 102.
111. The method according to any one of claims 107-110, wherein said method comprises treating said patient for a disease or condition selected from the group consisting of: syndrome X, non-insulin dependent diabetes mellitus, cancer, obesity, cardiovascular disease and dyslipidemia.

112. A compound selected from the group consisting of;

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethoxy-2-naphthalenyl]benzoyl
benzoic acid (Compound 103);

4-[5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-1-hydroxy-2-naphthalenyl]benzoyl
benzoic acid (Compound 104);

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-(1,1,1-trifluoroethoxy)-2-
naphthalenyl]benzoyl benzoic acid (Compound 105);

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-propoxy-2-naphthalenyl]benzoyl
benzoic acid (Compound 106);

4-[5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-4-nitro-2-naphthalenyl]benzoyl
benzoic acid (Compound 108);

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethoxy-4-nitro-2-
naphthalenyl]benzoyl benzoic acid (Compound 109);

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-(2,2-difluoroethoxy)-4-nitro-2-
naphthalenyl]benzoyl benzoic acid (Compound 110);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-methoxy-2-
naphthalenyl)methyl]benzoic acid (Compound 117);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-*iso*-propoxy-2-
naphthalenyl)methyl]benzoic acid (Compound 118);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethoxy-2-naphthalenyl)methyl]benzoic acid (Compound 119);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-(1,1,1-trifluoroethoxy)-2-naphthalenyl)methyl]benzoic acid (Compound 120);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-propoxy-2-naphthalenyl)methyl]benzoic acid (Compound 121);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-butoxy-2-naphthalenyl)methyl]benzoic acid (Compound 122);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-heptoxy-2-naphthalenyl)methyl]benzoic acid (Compound 123);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-methyl-4-*p*-tolenesulfonamido-2-naphthalenyl)methyl]benzoic acid (Compound 124);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-methyl-4-ethylamino-2-naphthalenyl)methyl]benzoic acid (Compound 125);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-methyl-4-propylamino-2-naphthalenyl)methyl]benzoic acid (Compound 126);

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-(2-fluorophenyl)-2-naphthalenyl]benzoyl benzoic acid (Compound 128);

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-phenyl-2-naphthalenyl]benzoyl benzoic acid (Compound 129);

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-(3-thienyl)-2-naphthalenyl]benzoyl benzoic acid (Compound 130);

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-(4-fluorophenyl)-2-naphthalenyl]benzoyl benzoic acid (Compound 131);

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-(3-nitrophenyl)-2-naphthalenyl]benzoyl benzoic acid (Compound 132);

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-(*N*-methyl-*N*-ethylamino)-2-naphthalenyl]benzoyl benzoic acid (Compound 134);

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-(2-fluorophenyl)-4-nitro-2-naphthalenyl]benzoyl benzoic acid (Compound 136);

4-[(5,6,7,8-tetrahydro-3,8,8-trimethyl-4-nitro-2-naphthalenyl)benzoyl] benzoic acid (Compound 137);

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-1-fluoro-3-ethoxy-2-naphthalenyl]benzoyl benzoic acid (Compound 141);

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-1-fluoro-3-ethoxy-4-nitro-2-naphthalenyl] benzoyl benzoic acid (Compound 142);

4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethoxy-2-naphthalenyl]benzoyl-3-chloro-benzoic acid (Compound 144);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-tetramethyl-2-naphthalenyl)(2-fluorobenzyloxy)methyl] benzoic acid (Compound 149);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)(4-fluorobenzyloxy)methyl]benzoic acid (Compound 150);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)(2-thi fluoromethoxy benzyloxy) methyl]benzoic acid (Compound 151);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-tetramethyl-2-naphthalenyl)(2,3-difluorobenzyloxy) methyl] benzoic acid (Compound 152);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-tetramethyl-2-naphthalenyl)(4-trifluoromethyl benzyloxy) methyl] benzoic acid (Compound 153);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)(4-trifluoromethoxy benzyloxy) methyl] benzoic acid (Compound 154);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)(4-trifluorothiomethoxy benzyloxy) methyl] benzoic acid (Compound 155);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethoxy-2-naphthalenyl)(2,3-difluorobenzyloxy) methyl]benzoic acid (Compound 156);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethoxy-2-naphthalenyl)(4-fluorobenzyloxy)methyl] benzoic acid (Compound 157);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethoxy-2-naphthalenyl)(2-fluorobenzyloxy)methyl] benzoic acid (Compound 158);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethoxy-2-naphthalenyl)(benzyloxy)methyl]benzoic acid (Compound 159);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethoxy-2-naphthalenyl)
(butyloxy)methyl]benzoic acid (Compound 160);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)(phenylacetamido)
methyl] benzoic acid (Compound 162);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)(3-
fluorobenzylamino) methyl] benzoic acid (Compound 163);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)(4-
fluorobenzylamino) methyl] benzoic acid (Compound 164);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)(benzylamino)
methyl] benzoic acid (Compound 165);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)(4-trifluoromethyl
phenoxy)methyl]benzoic acid (Compound 166);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)(4-*tert*-
butylbenzylthio)methyl] benzoic acid (Compound 167);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)(4-
fluorophenyloxy)methyl]benzoic acid (Compound 168);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)(4-*tert*-
butylphenyloxy) methyl]benzoic acid (Compound 169);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)(4-
phenylphenyloxy) methyl]benzoic acid (Compound 170);

4-[(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)(4-phenoxy)methyl]benzoic acid (Compound 171);

4-[(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethoxy-2-naphthalenyl)(4-*tert*-butylbenzylthio)methyl]benzoic acid (Compound 172);

4-[(phenylhydrazino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-2-naphthalenyl)]benzoic acid (Compound 173);

4-[(phenylhydrazino)(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)]benzoic acid (Compound 174);

4-[(phenylhydrazino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-4-ethoxy-2-naphthalenyl)]benzoic acid (Compound 175);

4-[(Pyridine-2-hydrazonyl)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethoxy-2-naphthalenyl)]benzoyl benzoic acid (Compound 176);

4-[(2,4-difluorophenylhydrazino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-4-ethoxy-2-naphthalenyl)]benzoic acid (Compound 177);

4-[(2,5-difluorophenylhydrazino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-4-ethoxy-2-naphthalenyl)]benzoic acid (Compound 178);

4-[(2,5-dimethylphenylhydrazino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-4-ethoxy-2-naphthalenyl)]benzoic acid (Compound 179);

4-[(2-fluorophenylhydrazino)(5,6,7,8-tetrahydro-3,5,5,8,8-pentamethyl-2-naphthalenyl)]benzoic acid (Compound 180);

4-[(phenylimino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-4-ethoxy-2-naphthalenyl)] benzoic acid (Compound 183);

4-[(4,4,4-trifluorobutoximino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethyloxy-2-naphthalenyl)]benzoic acid (Compound 184);

4-[(ethoxyimino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethyloxy-2-naphthalenyl)] benzoic acid (Compound 185);

4-[(propoxyimino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethyloxy -2-naphthalenyl)]benzoic acid (Compound 186);

4-[(butoxyimino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethyloxy-2-naphthalenyl)]benzoic acid (Compound 187);

4-[(pentoxyimino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethyloxy-2-naphthalenyl)]benzoic acid (Compound 188);

4-[(hexyloxyimino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethyloxy-2-naphthalenyl)]benzoic acid (Compound 189);

4-[(3-methyl-butoxyimino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethyloxy-2-naphthalenyl)] benzoic acid (Compound 190);

4-[(decyloxyimino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethyloxy-2-naphthalenyl)]benzoic acid (Compound 191);

4-[(2,3-difluorobenzyloxyimino)(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethyloxy-2-naphthalenyl)] benzoic acid (Compound 192);

6-(2,3-dihydro-4,4-dimethyl-7-ethoxybenzopyranyl)benzoyl benzoic acid
(Compound 201);

6-[(2,3-dihydro-4,4-dimethyl-7-ethoxy-benzothiopyranyl)]benzoyl benzoic acid
(Compound 202);

6-(2,3-dihydro-4,4,7-trimethyl-8nitro-benzopyranyl)benzoyl benzoic acid
(Compound 203);

7-[1,4,4-trimethyl-5-methyl-6-methoxy1,2,3,4-tetrahydroquinoline]benzoyl
benzoic acid (Compound 212);

7-[1,4,4-trimethyl-5-methyl-6-ethoxy1,2,3,4-tetrahydroquinoline]benzoyl
benzoic acid (Compound 213);

4-[(5,6,7,8-tetrahydro-3,8,8-trimethyl-2-naphthalenyl)ethenyl] benzoic acid
(Compound 214);

2-Oxo-2-[4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-ethyloxy-2-
naphthalenyl]phenyl]acetic acid (compound 217); and

2-Oxo-2-[4-[5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-3-methyl-2-
naphthalenyl]phenyl]acetic acid (compound 218);

and pharmaceutically acceptable salts, esters, amides, and prodrugs thereof.

113. A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a
compound of claim 112.

114. A method of treating a patient having a disease or condition selected from the group of syndrome X, non-insulin dependent diabetes mellitus, cancer, obesity, cardiovascular disease and dyslipidemia comprising administering to said patient a pharmaceutical agent comprising a pharmaceutically acceptable carrier and a pharmaceutically effective amount of a compound of claim 112.